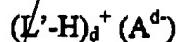


- Sub  
D1  
CT  
CM*
- (ii) followed by combining an ionizing activator to form the catalyst composition; wherein the ionizing activator is a compound represented by the formula:



wherein L' is a neutral Lewis base;

H is hydrogen;

$(L'-H)^+$  is a Bronsted acid

$A^{d-}$  is a non-coordinating anion having the charge d-; and

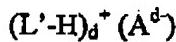
d is an integer from 1 to 3; or a tri-substituted boron, tellurium, aluminum, gallium, or indium compound or mixtures thereof;

- M  
01/13/03*
- (b) contacting the catalyst composition with one or more olefins under polymerization conditions to form a polyolefin.

*40 15*

(Twice Amended) A process for polymerizing olefin(s) comprising the steps of:

- Sub  
D1  
CT  
CM*
- (a) preparing a catalyst composition by combining ~~in a diluent having a flash point of greater than 200°F (93°C)~~ a catalyst compound, supported alumoxane or aluminum alkyl activators, and an ionizing activator to form the catalyst composition, wherein the components are contacted for at least 1 min prior to contacting with olefin(s) for polymerization; wherein the ionizing activator is a compound represented by the formula:



wherein L' is a neutral Lewis base;

H is hydrogen;

$(L'-H)^+$  is a Bronsted acid

$A^{d-}$  is a non-coordinating anion having the charge d-; and

d is an integer from 1 to 3; and ~~or a tri-substituted boron, tellurium, aluminum, gallium, or indium compound or mixtures thereof;~~

- M  
01/13/03*
- (b) contacting the catalyst composition with one or more olefins under polymerization conditions to form a polyolefin.